



# NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

RECORDATION NO. 12131-B Filed 1423

SEP 4 - 1980 - 10 25 AM

August 28, 1980

Date SEP 4 1980

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

O-248A045

CC Washington, D.C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Section 11303 Filing: Supplemental Bailment Agreement and Assignment of Leases, dated as of August 28, 1980, to the Bailment Agreement and Assignment of Leases, dated as of June 10, 1980, by and between Manufacturers National Bank of Detroit, (the "Owner Trustee") and North American Car Corporation ("Manager").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the Supplement No. 2 to the Bailment Agreement and Assignment of Leases, between the Owner Trustee and the Manager, dated as of August 28, 1980, (the "Supplement"), which is supplemental to the above Bailment Agreement and Assignment of Leases. The Bailment Agreement and Assignment of Leases was recorded with the Interstate Commerce Commission on July 23, 1980, and was assigned Recordation No. 12031.

Under the Bailment and the Supplement, the Owner Trustee bails the equipment described therein to the Manager in accordance therewith. The Manager assigns to the Owner Trustee all of its rights, title and interest as Lessor under and pursuant to each and all Leases covering the Equipment and any guarantees in respect thereof. The Supplement amends and restates Schedules 1 and 2 to the Bailment Agreement and Assignment of Leases.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie  
Attorney

RECEIVED  
SEP 4 10 22 AM '80  
I.C.C.  
FEE OPERATING BR.

JMG/dak  
enclosures

*Mr. Sec  
this one is  
12031-B*

*Counterpart of Billings*

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

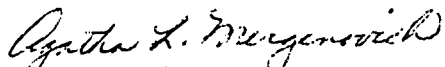
**OFFICE OF THE SECRETARY**

James M. Gillespie  
North American Car Corporation  
222 South Riverside Plaza  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/4/80 at 10:25AM, and assigned re-recording number(s) - 12031-B

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 12031-B  
Filed 1425

SEP 4 - 1980 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2

TO

BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES

THIS SUPPLEMENT NO. 2 is dated as of August 28, 1980, and is entered into between MANUFACTURERS NATIONAL BANK OF DETROIT, not individually but solely as trustee (the "Owner-Trustee") under The American Road Owner Trust No. 2, and NORTH AMERICAN CAR CORPORATION, a Delaware corporation (the "Manager").

WHEREAS, the Owner-Trustee and the Manager have entered into a Bailment Agreement and Assignment of Leases dated as of June 10, 1980 (the "Bailment Agreement");

WHEREAS, the Owner-Trustee and the Manager now wish to supplement the Bailment Agreement for the purpose of amending Schedule 1 to the Bailment Agreement to add certain cars to and/or delete certain cars from, the railroad equipment subject thereby to the Bailment Agreement, and for the purpose of amending Schedule 2 to the Bailment Agreement to add certain Leases to, and/or delete certain Leases from, those Leases assigned under the Bailment Agreement;

WHEREFORE, NOW, the Owner-Trustee and the Manager agree that from and after the date hereof, Schedule 1 to the Bailment Agreement is amended to be and read in its entirety as set forth in Schedule 1 to this Supplement, and that Schedule 2 to the Bailment Agreement is hereby amended to be and read in its entirety as set forth in Schedule 2 to this Supplement.


This Supplement shall be construed in connection with and as part of the Bailment Agreement, and all terms, conditions and covenants contained in the Bailment Agreement, as hereby supplemented, shall remain in full force and effect. Unless otherwise defined herein, the capitalized terms used herein are used with the respective meanings specified in the Bailment Agreement.

This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.


MANUFACTURERS NATIONAL BANK OF  
DETROIT, not individually but  
solely as Trustee

( Corporate Seal)

By

  
Its VICE PRESIDENT & TRUST OFFICER

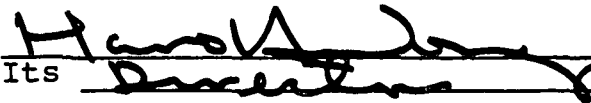
ATTEST:

  
Title: VICE PRESIDENT & TRUST OFFICER

NORTH AMERICAN CAR CORPORATION

( Corporate Seal)

By

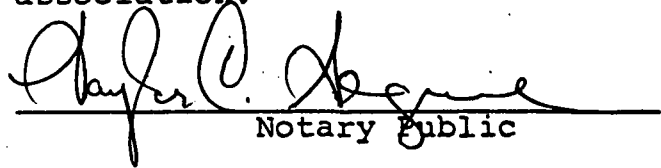
  
Its Director  
Director managed  
Program

ATTEST:

  
Title: ASSISTANT SECRETARY

STATE OF MICHIGAN     )  
                              ) SS.:  
COUNTY OF WAYNE     )

On this 3rd day of September, 1980, before me personally appeared MICHAEL E. LaSOVAGE to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT and TRUST OFFICER of MANUFACTURERS NATIONAL BANK OF DETROIT, that one of the seals affixed to the foregoing instrument is the seal of said national banking association and that said instrument was on September 3, 1980, signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
Notary Public

My Commission Expires:  
TAYLOR C. SEQUE  
Notary Public Wayne County, Mich.  
My Commission Expires Feb. 14, 1983

STATE OF ILLINOIS     )  
                              ) SS.:  
COUNTY OF COOK     )

On this 28th day of August, 1980, before me personally appeared Harold Wong to me personally known, who, being by me duly sworn, says that he is the Director of Investor Mgmt Programs of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires:  
My Commission Expires Feb. 23, 1983

SCHEDULE 1  
DESCRIPTION OF EQUIPMENT

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Serial Number (Inclusive)</u>
Class LO, 100-ton, 5750 cubic foot covered hopper cars	2	NAHX 057916 - 057917
Class LO, 100-ton 4750 cubic foot covered hopper cars	6	NAHX 484942 - 484947
Class LO, 100-ton 4750 cubic foot covered hopper cars	10	NAHX 485003 - 485012
Class LO, 100-ton 4750 cubic foot covered hopper cars	25	NAHX 485023 - 485047
Class LO, 100-ton 4750 cubic foot covered hopper cars	11	NAHX 485276 - 485286
Class LO, 100-ton 4750 cubic foot covered hopper cars	25	NAHX 485746 - 485770
Class LO, 100-ton 4750 cubic foot covered hopper cars	3	NAHX 486426 - 486428
Class LO, 100-ton 4750 cubic foot covered hopper cars	75	NAHX 486580 - 486654
Class LO, 100-ton 5000 cubic foot pressure differential (15 p.s.i), covered hopper cars	2	NAHX 550072 - 550073

SCHEDULE 2  
DESCRIPTION OF LEASES

<u>Name and Address of Lessee</u>	<u>Date of Car Leasing Agreement</u>	<u>Term of Lease</u>	<u>Date of Lease</u>	<u>Type of Equipment</u>	<u># of Cars</u>	<u>Identifying Mark and Number Subject to Assigned Schedule</u>
Alleman Cooperative Company Main Street Alleman, Iowa	4/22/74	5 years	9/13/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	25	NAHX 485023 - 485047
Cass County Elevator, Inc. First and Chestnut Atlantic, Iowa	9/26/79	5 years	9/26/79	4750 cubic, foot covered hopper car, 100-ton trucks, Class LO	6	NAHX 484942 - 484947
CPC International Inc. International Plaza Englewood Cliffs, New Jersey	3/1/65	5 years	4/10/80	5000 cubic foot, 15 p.s.i., pressure differential covered hopper car, 100-ton trucks, Class LO	2	NAHX 550072 - 550073
Farmers Union Grain Terminal Association (Inc.) 1667 North Snelling Avenue St. Paul, Minnesota 55108	4/16/73	5 years	10/22/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	75	NAHX 486580 - 486654
Good Seed & Grain Co. 510-512 E. Street Hamburg, Iowa	3/15/78	5 years	10/3/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	11	NAHX 485276 - 485286
Hi-Line Farmers Union Grain Co. Main Street Peak, North Dakota	7/1/80	5 years	7/1/80	1) 4750 cubic foot covered hopper car, 100-ton trucks, Class LO  2) 5750 cubic foot covered hopper car, 100-ton trucks, Class LO	1) 3  2) 2	NAHX 486426 - 486428  NAHX 057916 - 057917

SCHEDULE 2  
DESCRIPTION OF LEASES

Page 2

<u>Name and Address of Lessee</u>	<u>Date of Car Leasing Agreement</u>	<u>Term of Lease</u>	<u>Date of Lease</u>	<u>Type of Equipment</u>	<u># of Cars</u>	<u>Identifying Mark and Number Subject to Assigned Schedule</u>
Hoople Farmers Grain Railroad Right of Way Hoople, North Dakota	10/18/73	5 years	9/7/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	10	NAHX 485003 - 485012
Manley Cooperative Grain Co. P.O. Box 68 One Mile East of Highway 50 Manley, Nebraska	12/12/79	5 years	12/12/79	4750 cubic foot covered hopper car, 100-ton trucks, Class LO	25	NAHX 485746 - 485770